



**MARASHLIAN
& DONAHUE, PLLC**
THE COMMLAW GROUP

April 19, 2016

VIA FEDERAL EXPRESS & EMAIL

Gary Widerburg
Commission Secretary
Public Service Commission of Utah
160 East 300 South, 4th Floor
Salt Lake City, UT 84111
psc@utah.gov

**Re: In the Matter of the Application of Mobilitie, LLC and Utah
Transmission Network Company, LLC for Approval of *Pro Forma*
Transfer of Certificate to Provide Public Telecommunications
Services in Utah to Utah Transmission Network Company, LLC**

Dear Mr. Widerburg:

On behalf of Mobilitie, LLC ("Mobilitie") and Utah Transmission Network Company, LLC ("Utah Transmission Network Company") (collectively, the "Applicants") transmitted herewith are one (1) original and five (5) copies of the Applicant's Joint Application for the *Pro Forma* Transfer of Mobilitie's Certificate to Provide Public Telecommunications Services in Utah to Utah Transmission Network Company ("Application"). The Application has been signed by the Applicant's Utah Counsel, Adam R. Baird.

Please date-stamp the duplicates of these filings, and return them in the self-addressed, postage-prepaid envelope. Should you have any questions regarding this transmittal, please do not hesitate to contact the undersigned.

Respectfully submitted,

Michael P. Donahue
Counsel for the Applicants

Enclosures

**Before the
PUBLIC SERVICE COMMISSION OF UTAH**

In the Matter of the Application of,)	
)	
Mobilitie, LLC, Transferor,)	
)	
and)	Docket No. _____
)	
Utah Transmission Network Company, LLC, Transferee,)	
)	
For Approval of <i>Pro Forma</i> Transfer of)	
Certificate to Provide Public Telecommunications Services in Utah))	
To Utah Transmission Network Company, LLC)	

JOINT APPLICATION

Mobilitie, LLC (“Mobilitie,” or “Transferor”) and Utah Transmission Network Company, LLC (“Utah Transmission,” or “Transferee”) (collectively the “Applicants”), by undersigned counsel and pursuant to Utah Code Ann. § 54-4-28 and the Rules of the Public Service Commission of Utah (“Commission”), hereby request Commission approval to transfer Mobilitie’s Certificate to Provide Public Telecommunications Services in Utah to Utah Transmission. Pursuant to a Contribution Agreement between Mobilitie and Utah Transmission (the “Agreement”), Utah Transmission will acquire Mobilitie’s Certificate to Provide Public Telecommunications Services in Utah (“Proposed Transaction”). The Applicants seek to consummate the Proposed Transaction as soon as practicable. In light of the many business and financial considerations affected by the timing of the approval process, Applicants respectfully request that the Commission commence its examination of and approve the proposed *pro forma* transaction as quickly as possible.

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Mobilitie, LLC

Mobilitie is a limited liability company organized under the laws of the State of Nevada. Mobilitie designs, builds, and operates network and infrastructure to deliver optimal wireless coverage. Mobilitie's complete wireless infrastructure solutions include funding, designing, building, operating, and maintaining neutral host outdoor and indoor distributed antenna systems (DAS), small cells, Wi-Fi, and communication towers. On October 6, 2010, Mobilitie was authorized to provide public telecommunications services within the State of Utah (Docket No. 10-2530-01).¹ Mobilitie is authorized to provide competitive local exchange, interexchange, and/or backhaul transport telecommunications services pursuant to registration, agency order, or on a deregulated basis in all fifty states, and the District of Columbia. Mobilitie's headquarters is located at 2220 University Drive, Newport Beach, California 92660.

B. Utah Transmission Network Company, LLC

Utah Transmission is a Delaware limited liability company with its principal place of business at 3972 Barranca Parkway, Suite J-606, Irvine, California 92606. Utah Transmission is a wholly-owned, indirect subsidiary of Mobilitie. As a newly formed company, Utah Transmission is not currently authorized or registered to provide telecommunications services in any jurisdiction.

II. DESIGNATED CONTACTS

Questions, correspondence, or other communications concerning this filing should be directed to:

¹ See generally *In the Matter of the Application of Mobilitie, LLC for a Certificate to Provide Public Telecommunications Services in Utah*, Docket No. 10-2530-01, Report and Order, Public Service Commission of Utah (issued Oct. 6, 2010).

Jim Grass, Vice President, Corporate Counsel
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with a copy to:

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and

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III. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement, Utah Transmission will acquire Mobilitie's Certificate to Provide Public Telecommunications Services in Utah. Following closing, Utah Transmission will operate as a wholly-owned subsidiary of Mobilitie, and therefore, Mobilitie's current management will remain responsible for the day-to-day operations of the business. Utah Transmission will continue to provide service to Mobilitie's existing customers in Utah through the transferred authorization.

IV. INFORMATION REQUIRED BY R746-349-7

Pursuant R746-349-7, Applicants provide the following information:

A. Identification that it is not an ILEC

Applicants confirm that none of the Applicants or their affiliates serve as an ILEC in Utah.

B. Identification that it seeks approval of the Application pursuant to this rule

Applicants confirm that they seek approval of the Application pursuant to the informal adjudication process set forth in this rule.

C. A reasonably detailed description of the transaction for which approval is sought

A reasonably detailed description of the transaction is provided in Section III above.

D. A copy of any filings required by the Federal Communications Commission or any other state utility regulatory agency in connection with the transaction

The Applicants are not submitting filings with the Federal Communications or any other state utility regulatory agency in connection with the Proposed Transaction. Accordingly, no copies of any filings from the Federal Communications Commission or any state utility regulatory agency regarding the Proposed Transaction are being provided with this Application.

E. Copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the Application

No federal agency or other state utility regulatory agency is reviewing the Proposed Transaction. Accordingly, no copies of any filings required by the Federal Communications Commission are being provided with this Application.

V. PUBLIC INTEREST STATEMENT

Applicants submit that the Proposed Transaction described herein serves the public interest. The Proposed Transaction promotes competition among telecommunications carriers by

providing Mobilitie with the opportunity to strengthen its competitive position in order to accelerate the growth of the business. Applicants anticipate that the Proposed Transaction will enable Mobilitie to deliver greater value and variety of services to its customers.

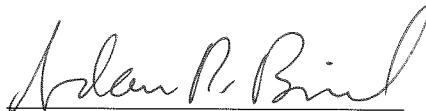
Following the Proposed Transaction, Mobilitie's current management team will continue to be responsible for the day-to-day operations of the business. The Proposed Transaction is transparent to customers, and will not result in the discontinuance, reduction, loss, or impairment of service to customers. Rather, as noted, it will enable the Applicants to make available a greater variety of high-quality, innovative services to their customers.

The public interest will also be served by expeditious consideration and approval of this Joint Application. In particular, the Proposed Transaction is aimed at strengthening Mobilitie's competitive position by enabling the company to offer expanded product and service portfolios to customers. Prompt action on the Joint Application will ensure the public realizes these benefits as quickly as possible.

VI. CONCLUSION

For the reasons stated above, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application as described herein.

Respectfully Submitted,



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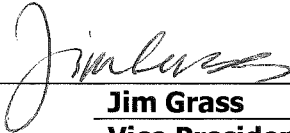
Counsel for Applicants

Dated: April 18, 2016

VERIFICATION

I, **Jim Grass**, hereby certify that I am the **Vice President, Corporate Counsel** of **Mobilitie, LLC** ("Mobilitie"), and am authorized to make this certification on behalf of Mobilitie; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Mobilitie are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct. Executed this 12 day of April, 2016.




Name:	Jim Grass
Title:	Vice President, Corporate Counsel
	Mobilitie, LLC

VERIFICATION

I, **Dave Garner**, hereby certify that I am the **Vice President** of Utah Transmission Network Company, LLC ("Utah Transmission Network Company"); that I am authorized to make this certification on behalf of Utah Transmission Network Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Utah Transmission Network Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct. Executed this 12 day of April, 2016.



Name:	<u>Dave Garner</u>
Title:	<u>Vice President</u>
Utah Transmission Network Company, LLC	